

Hearing Date and Time: To Be Determined
Objection Deadline: To Be Determined

KING & SPALDING LLP
1185 Avenue of the Americas
New York, New York 10036
Telephone: (212) 556-2100
Facsimile: (212) 556-2222
H. Slayton Dabney, Jr., Esq. (HD - 4311)

Attorneys for KPMG LLP, Tax and Transaction
Services Advisors and Advisory and Valuation
Services Advisors for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	
In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u>,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
-----	X	

**NOTICE OF SEVENTH INTERIM AND FINAL APPLICATION OF KPMG LLP, AS
TAX AND TRANSACTION SERVICES ADVISORS AND ADVISORY AND
VALUATION SERVICES ADVISORS FOR THE DEBTORS, FOR ALLOWANCE AND
PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

PLEASE TAKE NOTICE that on December 31, 2009, KPMG LLP (“KPMG”),
as Tax and Transaction Services Advisors and Advisory and Valuation Services Advisors for the
Debtors, filed a Seventh Interim and Final Application (the “Application”) for entry of an order:
(i) allowing compensation for professional services rendered and reimbursement of actual and
necessary expenses incurred from October 1, 2007 through January 25, 2008 and all subsequent
monthly periods through the effective date of October 6, 2009; (ii) allowing compensation for

professional services and reimbursement of expenses for the period October 8, 2005 through October 6, 2009; (iii) authorizing and directing the Debtors to release prior holdback amounts; and (iv) authorizing and directing the Debtors to pay all unpaid fees and expenses.

PLEASE TAKE FURTHER NOTICE that any interested person who wishes to receive a complete copy of the Application and who cannot otherwise access the same through the Court's website or the Debtors' "virtual docket" website, may request a copy by contacting KPMG through its undersigned counsel.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Application will be held at a date and time to be determined by the Court (the "Hearing") in the Courtroom of the Hon. Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the entry of an Order granting the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bank. P. 2002(m), 9006, 9007, and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, and Administrative Procedures, and (III) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e) (Docket No. 245) (the "Case Management Order"), (c) state with particularity the legal and factual bases for the objection, (d) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other

Windows-based word processing format), (e) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (f) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr., Esq.); (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Marissa Wesely, Esq.); (iv) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Donald Bernstein, Esq.); (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, LLP, 885 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg, Esq.); (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard, Esq.), and (vii) King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036 (Attn: H. Slayton Dabney, Jr., Esq.), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time)** on a date to be determined (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application without further notice.

Dated: New York, New York
December 31, 2009

KING & SPALDING LLP

By: /s/ H. Slayton Dabney, Jr
H. Slayton Dabney, Jr., Esq.
1185 Avenue of the Americas
New York, NY 10036-4003
Tel: (212) 556-2100
Fax: (212) 556-2222

Attorneys for KPMG LLP